

State of Illinois) )  
County of Cook ) SS

I, Patricia M. Downs, a notary public  
in and for the county and state aforesaid, hereby certify  
that I have examined the foregoing copy of Equipment Lease  
Supplement No. 6, dated Jan. 11, 1980, have compared  
it to the original thereof, and that the foregoing copy is  
a true, correct and complete copy of such original in all  
respects.

Patricia M Downs  
Notary Public

(SEAL)

ACKNOWLEDGMENT

State of Ill. )  
 )  
County of Cook ) SS  
 )

On this 29th day of January, 1980,  
before me personally appeared James E. Cole  
(Name)  
to me personally known, who being by me duly sworn,  
says that he is the Division Manager, Transportation Operations  
(Title)  
of the Regional Transportation Authority of the State  
of Illinois, that the foregoing equipment Lease  
Supplement was signed and sealed on behalf of said  
Authority by authority of its Board of Directors,  
and he acknowledged that the execution of the foregoing  
Equipment Lease Supplement was the free act and deed  
of said Authority.

(SEAL)

Edmund J. W. J.

My commission expires Secretary

ACKNOWLEDGEMENT

State of Illinois )  
 ) SS  
County of Cook )  
 )

On this 24th day of January 19 80

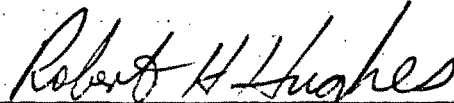
before me personally appeared B. J. Screws  
(Name)

to be personally known, who being by me duly sworn, says that he is  
General Manager, Passenger Transportation  
the NRPC Operations Officer of the Illinois Central  
(Title)

Gulf Railroad Company, that the seal affixed to the foregoing  
instrument is the corporate seal of said corporation, that said  
instrument was signed and sealed on behalf of said corporation and  
he acknowledged that the execution of the foregoing instrument was  
the free act and deed of said corporation.



Treasurer

  
Notary Public

(SEAL)

My commission expires Nov 23 1980

EQUIPMENT LEASE SUPPLEMENT NO. 6

This Equipment Lease Supplement No. 6 is entered into as of January 11, 1980, by and between the REGIONAL TRANSPORTATION AUTHORITY ("Authority"), and the ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation ("Railroad").

1. The purchase by the Authority of the Equipment described in this Equipment Lease Supplement has been funded in part by the Urban Mass Transportation Administration of the United States Department of Transportation ("UMTA") (Project IL-03-0078), and by the Illinois Department of Transportation ("IDOT") (Project CAP-79-121-FED).

2. The Authority and Railroad have entered into an Equipment Lease Agreement dated, September 14, 1978, ("Equipment Lease Agreement"), which provides for the execution and delivery from time to time of Equipment Lease Supplements in the form hereof for the purpose of leasing railroad commuter cars and locomotives under the Equipment Lease Agreement as and when delivered by the Authority to Railroad in accordance with the terms hereof.

3. The Authority hereby delivers and leases to Railroad under the Equipment Lease Agreement, and Railroad hereby accepts and leases from the Authority under the Equipment Lease Agreement, on this date, the following described railroad commuter cars and locomotives (the "Delivered Units"):

Manufacturer: EMD Electro-Motive, Div. of Gen. Motors Corp.

Description: f 40-PH (B32-A)

Date Lease Term Ends: 20 Years

Specifications: RTA 76-4A.

Manufacturer's numbers: 786293-17

RTA numbers: 144

Railroad numbers: None

Funded by UMTA Project IL-03-0078 and IDOT Project CAP-79-121  
-FED.

4. Railroad hereby confirms to the Authority that, as between Railroad and the Authority, Railroad has accepted the Delivered Units for all purposes of this Equipment Lease Supplement and of the Equipment Lease Agreement. Railroad hereby certifies and acknowledges that each Delivered Unit (a) has been delivered to, and inspected by, Railroad, (b) is of a size, design, capacity and manufacture acceptable to Railroad for lease under this Equipment Lease Supplement and the Equipment Lease Agreement, (c) is suitable for Railroad's purposes, and (d) is in good working order, repair and condition.

5. All of the terms and provisions of the Equipment Lease Agreement are hereby incorporated by reference in this Equipment Lease Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, the Authority and Railroad have caused this Equipment Lease Supplement to be duly executed as of the date and year first written above.

REGIONAL TRANSPORTATION AUTHORITY

By: J. E. Cole

ILLINOIS CENTRAL GULF  
RAILROAD COMPANY

By: [Signature]

Approved January 21, 1980:

ICG Mechanical Department

By: [Signature]